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CHINA WANTIAN HOLDINGS LIMITED

中國萬天控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1854)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**EGM**”) of China Wantian Holdings Limited (the “**Company**”) will be held at Suite 2106, 21/F, Exchange Tower, 33 Wang Chiu Road, Kowloon Bay, Hong Kong on Tuesday, 21 November 2023 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** the grant of 24,000,000 share options (the “**Options**”) to Dr. Hooy Kok Wai (“**Dr. Hooy**”), who is chairman of the board (the “**Board**”) of directors (the “**Director(s)**”) of the Company, an executive Director and a substantial shareholder of the Company, entitling him to subscribe for 24,000,000 ordinary shares of HK\$0.01 each (the “**Shares**”) in the share capital of the Company at an exercise price of HK\$0.93 per Share (the principal terms and conditions of such grant are set out in the circular of the Company dated 2 November 2023 (the “**Circular**”) under and pursuant to the share option scheme of the Company adopted on 26 September 2016 (the “**Share Option Scheme**”) and otherwise on such terms as stipulated in the offer letter issued by the Company pursuant to the Share Option Scheme be and is hereby approved, **THAT** the Board be and is hereby authorised to exercise all rights and powers available to it as it may in its sole discretion consider necessary or expedient to give full effect to the grant of the 24,000,000 Options to Dr. Hooy and the issue of the Shares upon the exercise of the Options by Dr. Hooy, and **THAT** any and all such acts be and are hereby approved, confirmed and ratified.”

2. “**THAT** the grant of 12,200,000 Options to Mr. Zhong Xueyong (“**Mr. Zhong**”), who is vice-chairman of the Board, the chief executive officer, an executive Director and a substantial shareholder of the Company, entitling him to subscribe for 12,200,000 Shares at an exercise price of HK\$0.93 per Share (the principal terms and conditions of such grant are set out in the Circular) under and pursuant to the Share Option Scheme and otherwise on such terms as stipulated in the offer letter issued by the Company pursuant to the Share Option Scheme be and is hereby approved, **THAT** the Board be and is hereby authorised to exercise all rights and powers available to it as it may in its sole discretion consider necessary or expedient to give full effect to the grant of the 12,200,000 Options to Mr. Zhong and the issue of the Shares upon the exercise of the Options by Mr. Zhong, and **THAT** any and all such acts be and are hereby approved, confirmed and ratified.”
3. “**THAT** the adjustments to the terms of the outstanding share options granted to each of Dr. Hooy and Mr. Zhong on 13 April 2022 pursuant to the Share Option Scheme as set out in the Circular be and are hereby approved and confirmed.”

By order of the Board
China Wantian Holdings Limited
Hooy Kok Wai
Chairman and Executive Director

Hong Kong, 2 November 2023

Notes:

1. Any member of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company but must be present in person to represent the member.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer or attorney duly authorised on its behalf.
3. Where there are joint registered holders of any Shares, any one of such persons may vote at the meeting or any adjournment thereof, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
4. In order to be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof.

5. Completion and delivery of the form of proxy shall not preclude a member from attending and voting in person at the EGM and in such event, the form of proxy shall be deemed to be revoked.
6. For the purpose of ascertaining the entitlement of members of the Company to attend and vote at the EGM or any adjournment thereof, the register of members of the Company will be closed from Thursday, 16 November 2023 to Tuesday, 21 November 2023, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM or any adjournment thereof, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Wednesday, 15 November 2023.
7. In compliance with Rule 13.39(4) of the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited, voting on all proposed resolutions set out in this notice will be decided by way of poll. The Company will announce the poll results in the manner prescribed under Rule 13.39(5) of the Listing Rules.
8. A form of proxy for use by the members of the Company at the EGM or any adjournment is enclosed.

As at the date of this notice, the Board comprises Dr. Hooy Kok Wai, Mr. Zhong Xueyong and Mr. Liu Chi Ching as executive Directors; and Ms. Lui Choi Yiu Angela, Mr. Siu Chun Pong Raymond and Mr. Lam Chi Wing as independent non-executive Directors.